

# **TITLE 7**

## **Corporations, Associations, and Partnerships**

### **CHAPTER 7-16**

#### **The Rhode Island Limited Liability Company Act**

##### **SECTION 7-16-41**

**§ 7-16-41 Revocation of certificate of organization or certificate of registration.** – (a) The certificate of organization or certificate of registration of a limited liability company may be revoked by the secretary of state on the conditions prescribed in this section when it is established that:

- (1) The limited liability company procured its articles of organization through fraud;
- (2) The limited liability company has continued to exceed or abuse the authority conferred upon it by law;
- (3) The limited liability company has failed to file its annual report within the time required by this chapter, or has failed to pay any fees or taxes due this state, when they have become due and payable;
- (4) The limited liability company has failed for thirty (30) days to appoint and maintain a resident agent in this state as required by this chapter;
- (5) The limited liability company has failed, after change of its resident agent, to file in the office of the secretary of state a statement of the change as required by this chapter;
- (6) The limited liability company has failed to file in the office of the secretary of state any amendment to its articles of organization or certificate of registration or any articles of dissolution, cancellation of registration, merger or consolidation as prescribed by this chapter; or
- (7) A misrepresentation has been made of any material matter in any application, report, affidavit, or other document submitted by the limited liability company pursuant to this chapter.

(b) No certificate of organization or certificate of registration of a limited liability company shall be revoked by the secretary of state unless:

- (1) The secretary of state shall have given the limited liability company not less than sixty (60) days notice thereof by regular mail addressed to the resident agent in this state on file with the secretary of state's office; provided, however, that if a prior mailing addressed to the address of the resident agent of the limited liability company in this state currently on file with the secretary of state's office has been returned to the secretary of state as undeliverable by the United States Postal Service for any reason, or if the revocation notice is returned as undeliverable to the secretary of state's office by the United States Postal Service for any reason, the secretary of state shall give notice as follows:

(i) To the limited liability company, domestic or foreign, at its principal office of record as shown in its most recent annual report, and no further notice shall be required; or

(ii) In the case of a limited liability company which has not yet filed an annual report, then to the domestic limited liability company at the principal office in the articles of organization or to the authorized person listed on the articles of organization, or to the foreign limited liability company at the office required to be maintained by the limited liability company in its state of organization, and no further notice shall be required; and

(2) The limited liability company fails prior to revocation to file the annual report, pay the fees or taxes, file the required statement of change of resident agent, file the articles of amendment or amendment to its registration or articles of dissolution, cancellation of registration, merger or consolidation, or correct the misrepresentation.

History of Section.

(P.L. 1992, ch. 280, § 1; P.L. 2001, ch. 26, § 4; P.L. 2001, ch. 268, § 4; P.L. 2007, ch. 97, § 1; P.L. 2007, ch. 108, § 1; P.L. 2012, ch. 67, § 1; P.L. 2012, ch. 72, § 1.)

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## **Corporations, Associations, and Partnerships**

### **CHAPTER 7-16**

#### **The Rhode Island Limited Liability Company Act**

##### **SECTION 7-16-42**

**§ 7-16-42 Issuance of certificates of revocation.** – (a) Upon revoking any such certificate of organization or certificate of registration of the limited liability company, the secretary of state shall:

(1) Issue a certificate of revocation in duplicate;

(2) File one of the certificate in the secretary of state's office;

(3) Send to the limited liability company by regular mail a certificate of revocation, addressed to the resident agent of the limited liability company in this state on file with the secretary of state's office; provided, however, that if a prior mailing addressed to the address of the resident agent of the limited liability company in this state currently on file with the secretary of state's office has been returned to the secretary of state as undeliverable by the United States Postal Service for any reason, or if the revocation certificate is returned as undeliverable to the secretary of state's office by the United States Postal Service for any reason, the secretary of state shall give notice as follows:

(i) To the limited liability company, domestic or foreign, at its principal office of record as shown in its most recent annual report, and no further notice shall be required; or

(ii) In the case of a limited liability company which has not yet filed an annual report, then to the domestic limited liability company at the principal office in the articles of organization or to the authorized person listed on the articles of organization, or to the foreign limited liability company at the office required to be maintained by the limited liability company in its state of organization, and no further notice shall be required.

(b) Upon the issuance of the certificate of revocation, the authority of the limited liability company to transact business in this state ceases.

History of Section.

(P.L. 1992, ch. 280, § 1; P.L. 2001, ch. 26, § 4; P.L. 2001, ch. 268, § 4; P.L. 2007, ch. 97, § 1; P.L. 2007, ch. 108, § 1; P.L. 2012, ch. 67, § 1; P.L. 2012, ch. 72, § 1.)

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#### **The Rhode Island Limited Liability Company Act**

#### **SECTION 7-16-43**

**§ 7-16-43 Withdrawal of certificate of revocation.** – (a) Within ten (10) years after issuing a certificate of revocation as provided in § 7-16-42, the secretary of state may withdraw the certificate of revocation and retroactively reinstate the limited liability company in good standing as if its certificate of organization or certificate of registration had not been revoked except as subsequently provided:

(1) On the filing by the limited liability company of the documents it had previously failed to file as set forth in subdivisions (3) – (6) of § 7-16-41(a);

(2) On the payment by the limited liability company of a penalty in the amount of fifty dollars (\$50.00) for each year or part of year that has elapsed since the issuance of the certificate of revocation; and

(3) Upon the filing by the limited liability company of a certificate of good standing from the Rhode Island division of taxation.

(b) If, as permitted by the provisions of this chapter or chapters 1.2, 6, or 12, or 13 of this title, another limited liability company, business or nonprofit corporation, registered limited liability partnership or a limited partnership, or in each case domestic or foreign, authorized and qualified to transact business in this state, bears or has filed a fictitious business name statement as to or reserved or registered a name which is the same as, the name of the limited liability company with respect to which the certificate of revocation is proposed to be withdrawn, then the secretary of state shall condition the withdrawal of the certificate of revocation on the reinstated limited liability company's amending its articles of organization or certificate of registration so as to designate a name which is not the same as its former name.

History of Section.

(P.L. 1992, ch. 280, § 1; P.L. 2003, ch. 247, § 3; P.L. 2005, ch. 36, § 9; P.L. 2005, ch. 72, § 9; P.L. 2012, ch. 67, § 1; P.L. 2012, ch. 72, § 1.)